



the transaction (“LG&E Transaction”) that implemented Big Rivers’ plan of reorganization under Chapter 11 of the United States Bankruptcy Code.<sup>4</sup>

Specifically, the amendments to the LG&E Transaction agreements recognize the acquisition by Century Aluminum Company (“Century”) of certain assets and properties of Southwire Company (“Southwire”) located in Hancock County. As a result of this transaction, Century has acquired Southwire’s aluminum smelting facilities, but not its rod and cable mill facilities. Century has also acquired certain rights, interests, and obligations of Southwire under the July 15, 1998 Agreement for Electric Service, as amended, between Southwire and Kenergy Corp. The proposed amendments to the LG&E Transaction agreements also define “the Smelters” as Alcan Aluminum Corporation and Southwire. In turn, the proposed amendments define “Southwire” as Southwire, NSA, Ltd.,<sup>5</sup> Century, and Century Aluminum of Kentucky LLC. The proposed amendments have no substantive effect on the existing rights of the parties to the LG&E Transaction agreements.

The Commission has reviewed the proposed amendments and finds that these amendments are necessary to reflect the transaction between Southwire and Century and to recognize the effects of that transaction on the LG&E Transaction agreements. The proposed amendments are reasonable and therefore should be approved.

IT IS THEREFORE ORDERED that the amendments to the LG&E Transaction agreements, as described in Big Rivers’ application, are approved.

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<sup>4</sup> In Re: Big Rivers Electric Corporation, Debtor, United States Bankruptcy Court for the Western District of Kentucky, Owensboro Division, Case No. 96-41168.

<sup>5</sup> NSA, Ltd. is a subsidiary of Southwire, and was the entity that had an indirect ownership interest in Southwire’s aluminum smelting facilities.

Done at Frankfort, Kentucky, this 15<sup>th</sup> day of November, 2001.

By the Commission

ATTEST:

A handwritten signature in black ink, appearing to read "Charles H. [unclear]", written over a horizontal line.

Executive Director